

GREENBRIER
MANAGEMENT SERVICES

Greenbrier Management Services, LLC

One Centerpointe Drive Suite 400
Lake Oswego Oregon 97035
503 684 7000 Fax 503 968 4383

RECORDED NO. 30756 FILED

June 4, 2013

JUN 07 '13 -9 26 AM

VIA FEDERAL EXPRESS

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Full Service Railcar Lease for Schedule No. 01 dated as of January 1, 2013 and effective April 29, 2010, to Master Full Service Railcar Lease dated as of December 14, 2012 and effective April 29, 2010, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$42 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are.

Lessor: WL Ross-Greenbrier Rail I LLC
c/o Greenbrier Management Services, LLC
One Centerpointe Drive, Suite 400
Lake Oswego, Oregon 97035

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is.

One hundred ninety-one (191) 4,480 c.f. capacity aluminum BethGon II Coal Porter railcars marked and numbered within the series BNBX 6044 to BNBX 6239 as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
June 4, 2013
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Full Service Railcar Lease for Schedule No. 01

If you have any questions, please do not hesitate to call.

Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,
As Manager for WL Ross-Greenbrier Rail I LLC

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether
Senior Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria, Esq.

JUN 07 '13 -9 26 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

This is a Memorandum of Schedule No 01 dated as of January 1, 2013 and effective April 29, 2010 to a Master Full Service Railcar Lease dated as of December 14, 2012 and effective April 29, 2010 by and between WL ROSS-GREENBRIER RAIL I LLC, a Delaware limited liability company (the "Lessor") and CSX TRANSPORTATION, INC , a Virginia corporation (the "Lessee")

WITNESSETH

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred ninety-one (191) 4,480 CF capacity aluminum BethGon II Coal Porters, 286,000 lbs GRL, bearing reporting marks and numbers as indicated in the Rail Equipment List attached as Exhibit A.
2. Schedule No. 01 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Master Full Service Railcar Lease and Schedule No 01, as each may be amended from time to time

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor I further declare under penalty of perjury that the foregoing is true and correct

WL ROSS-GREENBRIER RAIL I LLC

By: 

Title. Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee I further declare under penalty of perjury that the foregoing is true and correct

CSX TRANSPORTATION, INC.

By Title. SMGR Leasing + Trading

EXHIBIT A

Rail Equipment List

Mark	Number	Mark	Number	Mark	Number
BNBX	6044	BNBX	6080	BNBX	6118
BNBX	6045	BNBX	6081	BNBX	6119
BNBX	6046	BNBX	6082	BNBX	6120
BNBX	6047	BNBX	6083	BNBX	6121
BNBX	6048	BNBX	6084	BNBX	6122
BNBX	6049	BNBX	6085	BNBX	6123
BNBX	6050	BNBX	6086	BNBX	6124
BNBX	6051	BNBX	6087	BNBX	6125
BNBX	6052	BNBX	6088	BNBX	6126
BNBX	6053	BNBX	6089	BNBX	6127
BNBX	6054	BNBX	6090	BNBX	6128
BNBX	6055	BNBX	6091	BNBX	6129
BNBX	6056	BNBX	6092	BNBX	6130
BNBX	6057	BNBX	6093	BNBX	6131
BNBX	6058	BNBX	6094	BNBX	6132
BNBX	6059	BNBX	6095	BNBX	6133
BNBX	6060	BNBX	6096	BNBX	6134
BNBX	6061	BNBX	6098	BNBX	6135
BNBX	6062	BNBX	6099	BNBX	6136
BNBX	6063	BNBX	6100	BNBX	6137
BNBX	6064	BNBX	6101	BNBX	6138
BNBX	6066	BNBX	6102	BNBX	6139
BNBX	6067	BNBX	6103	BNBX	6140
BNBX	6068	BNBX	6104	BNBX	6141
BNBX	6069	BNBX	6105	BNBX	6142
BNBX	6070	BNBX	6107	BNBX	6143
BNBX	6071	BNBX	6108	BNBX	6144
BNBX	6072	BNBX	6109	BNBX	6145
BNBX	6073	BNBX	6110	BNBX	6146
BNBX	6074	BNBX	6112	BNBX	6147
BNBX	6075	BNBX	6113	BNBX	6148
BNBX	6076	BNBX	6114	BNBX	6149
BNBX	6077	BNBX	6115	BNBX	6150
BNBX	6078	BNBX	6116	BNBX	6151
BNBX	6079	BNBX	6117	BNBX	6152

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Mark	Number	Mark	Number	Mark	Number
BNBX	6153	BNBX	6189	BNBX	6224
BNBX	6154	BNBX	6190	BNBX	6225
BNBX	6155	BNBX	6191	BNBX	6226
BNBX	6156	BNBX	6192	BNBX	6227
BNBX	6157	BNBX	6193	BNBX	6228
BNBX	6158	BNBX	6194	BNBX	6229
BNBX	6159	BNBX	6195	BNBX	6230
BNBX	6161	BNBX	6196	BNBX	6231
BNBX	6162	BNBX	6197	BNBX	6232
BNBX	6163	BNBX	6198	BNBX	6233
BNBX	6164	BNBX	6199	BNBX	6234
BNBX	6165	BNBX	6200	BNBX	6235
BNBX	6166	BNBX	6201	BNBX	6236
BNBX	6167	BNBX	6202	BNBX	6237
BNBX	6168	BNBX	6203	BNBX	6238
BNBX	6169	BNBX	6204	BNBX	6239
BNBX	6170	BNBX	6205		
BNBX	6171	BNBX	6206	Total	191 Cars
BNBX	6172	BNBX	6207		
BNBX	6173	BNBX	6208		
BNBX	6174	BNBX	6209		
BNBX	6175	BNBX	6210		
BNBX	6176	BNBX	6211		
BNBX	6177	BNBX	6212		
BNBX	6178	BNBX	6213		
BNBX	6179	BNBX	6214		
BNBX	6180	BNBX	6215		
BNBX	6181	BNBX	6216		
BNBX	6182	BNBX	6217		
BNBX	6183	BNBX	6218		
BNBX	6184	BNBX	6219		
BNBX	6185	BNBX	6220		
BNBX	6186	BNBX	6221		
BNBX	6187	BNBX	6222		
BNBX	6188	BNBX	6223		